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ACCOUNT NO. : 072100000032

REFERENCE : 901101 7174394

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 43.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 16, 2000

ORDER TIME : 11:28 AM

ORDER NO. : 901101-005

CUSTOMER NO: 7174394

100003467691--5

CUSTOMER: Michelle Kramish Kain, Esq
Michelle Kramish Kain, P.A.
Suite 100
750 Southeast Third Avenue
Fort Lauderdale, FL 33316

DOMESTIC AMENDMENT FILING

NAME: MARINE ENVIRONMENTAL PARTNERS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 1116
EXAMINER'S INITIALS: _____

RECEIVED
00 NOV 16 PM 12:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COULLETTE NOV 16 2000

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MARINE ENVIRONMENTAL PARTNERS, INC.

FILED
00 NOV 16 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Marine Environmental Partners Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

Article IV ("SHARES") is deleted in its entirety and substituted by the following:

ARTICLE IV - CAPITAL STOCK

- 4.1 The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall consist of 125,000,000 shares of Capital Stock as follows:
- (a) 100,000,000 shares of common stock, having no par value; and
 - (b) 25,000,000 shares shall be designated "blank check" preferred stock to be issued with such rights, designations, preferences and other terms and conditions as may be determined by the Corporation's Board of Directors, from time to time and at any time, in their sole discretion, without any further action by the shareholders of the Corporation.
- 4.2 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 4.3 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

The following Article VIII shall be added:

ARTICLE VIII - AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

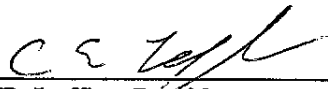
The following Article IX shall be added:

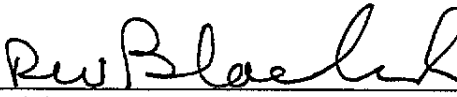
ARTICLE IX - CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The foregoing was adopted by resolutions of the Board of Directors dated November 6, 2000 and by consent of the shareholders dated November 6, 2000 representing a majority of the Corporation's shares issued and outstanding which voted in favor thereof and which number of votes cast for the amendment by the shareholders was sufficient for approval, all pursuant to Sections 607.0704 and 607.0821.

Dated as of November 6, 2000.



C. E. Leffler, President


Richard Blacharski, Secretary

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 6th day of November, 2000 by C. E. Leffler as President and Richard Blacharski as Secretary of Marine Environmental Partners, Inc., a Florida corporation, on behalf of the Corporation. They are personally known to me or has produced Florida Drivers Licenses as identification and did take an oath.

Notary Public:

sign 

print CHRISTINE M. CHRISTOPHER
State of Florida at Large (Seal)
My Commission Expires:



Christine M. Christopher
MY COMMISSION # CC842493 EXPIRES
June 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.